

United States Bankruptcy Court
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Platform Learning Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):																															
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																															
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all) 74-3080986		Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)																															
Street Address of Debtor (No. & Street, City, and State): 55 Broad Street 25th Floor New York, NY		Street Address of Joint Debtor (No. & Street, City, and State):																															
ZIP Code 10004		ZIP Code																															
County of Residence or of the Principal Place of Business: New York		County of Residence or of the Principal Place of Business:																															
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																															
ZIP Code		ZIP Code																															
Location of Principal Assets of Business Debtor (if different from street address above):																																	
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.) State type of entity: 	Nature of Business (Check all applicable boxes.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Nonprofit Organization qualified under 26 U.S.C. § 501(c)(3)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13																															
		Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business																															
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.																															
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			THIS SPACE IS FOR COURT USE ONLY																														
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1-</td> <td style="width: 10%;">50-</td> <td style="width: 10%;">100-</td> <td style="width: 10%;">200-</td> <td style="width: 10%;">1000-</td> <td style="width: 10%;">5001-</td> <td style="width: 10%;">10,001-</td> <td style="width: 10%;">25,001-</td> <td style="width: 10%;">50,001-</td> <td style="width: 10%;">OVER</td> </tr> <tr> <td>49</td> <td>99</td> <td>199</td> <td>999</td> <td>5,000</td> <td>10,000</td> <td>25,000</td> <td>50,000</td> <td>100,000</td> <td>100,000</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>				1-	50-	100-	200-	1000-	5001-	10,001-	25,001-	50,001-	OVER	49	99	199	999	5,000	10,000	25,000	50,000	100,000	100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>					
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(Official Form 1) (10/05)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Platform Learning Inc.	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by §342(b) of the Bankruptcy Code.	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X Signature of Attorney for Debtor(s) _____ Date _____	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		Certification Concerning Debt Counseling by Individual/Joint Debtor(s) <input type="checkbox"/> I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition. <input type="checkbox"/> I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)	
Information Regarding the Debtor (Check the Applicable Boxes) <p>Venue (Check any applicable box)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p>Statement by a Debtor Who Resides as a Tenant of Residential Property <i>Check all applicable boxes.</i></p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p>(Name of landlord that obtained judgment) _____</p> <p>(Address of landlord) _____</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p>			

(Official Form 1) (10/05)

Voluntary Petition

(This page must be completed and filed in every case)

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by §342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney**X** /s/ Eric W. Sleeper

Signature of Attorney for Debtor(s)

Eric W. Sleeper ES-0528

Printed Name of Attorney for Debtor(s)

Herrick, Feinstein LLP

Firm Name

2 Park Avenue
New York, NY 10016

Address

(212) 592-1400 Fax: (212) 592-1500

Telephone Number

June 21, 2006

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Juan Torres

Signature of Authorized Individual

Juan Torres

Printed Name of Authorized Individual

President

Title of Authorized Individual

June 21, 2006

Date

Name of Debtor(s):

Platform Learning Inc.**Signatures****Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by §1515 of title 11 are attached.

Pursuant to §1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

PLATFORM LEARNING INC.

SECRETARY'S CERTIFICATE

June 19, 2006

I, Issac J. Vaughn, certify that I am the duly elected, qualified and acting Secretary of Platform Learning Inc. (the "Corporation"), and further certify on behalf of the Corporation as to the following:

Attached hereto as "Appendix A" is a true, correct and complete copy of resolutions duly adopted by the Board of Directors of the Corporation on June 18, 2006 authorizing the filing of a voluntary petition for relief under the provisions of Chapter 11 of Title 11 of the United States Code, as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005, which resolutions were duly adopted in accordance with the Corporation's Certificate of Incorporation, By-Laws and all applicable laws, and which resolutions have not in any way been modified or rescinded, but are in full force and effect.

IN WITNESS WHEREOF, I have signed this certificate on this 19 day of June, 2006.

PLATFORM LEARNING INC.

By: /s/ Issac J. Vaughn
Name: Issac J. Vaughn
Title: Secretary

CORPORATE RESOLUTIONS

WHEREAS, the Board of Directors of Platform Learning Inc. (the “Board”) has considered the financial and operational condition of the business of Platform Learning Inc. (the “Company”), including the assets and liabilities of the Company, the liquidity situation of the Company, its operational performance, prospects and the alternatives available to the Company, and the impact of the foregoing on the Company’s business; and

WHEREAS, the Board has reviewed, considered, and received information provided to it by the management of the Company and the Company’s legal and accounting professionals and financial and other advisors, as to the Company’s operational and financial circumstances and corresponding basis for the filing of a Chapter 11 bankruptcy case;

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of this Company, its creditors, stockholders, and other interest holders and other interested parties, that the Company file or cause to be filed a voluntary petition for relief under the provisions of Chapter 11 of Title 11 of the United States Code, as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the “Bankruptcy Code”);

RESOLVED, that Juan Torres and Eugene V. Wade Jr. (each, an “Authorized Person”) be, and they each hereby are, authorized to execute, verify and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain such relief and commence a case under Chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”);

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed to employ, on behalf of the Company, the law firm of Herrick, Feinstein LLP (“Herrick”) and Argus Management Corporation (“Argus”), as general bankruptcy counsel and financial advisors, respectively, to the Company to represent and assist the Company in filing and fulfilling its obligations under Chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company’s rights in connection therewith; any Authorized Person is hereby authorized and directed to execute appropriate retention agreements, to have paid appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of Herrick and Argus;

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed on behalf of, and in the name of, the Company to make arrangements for postpetition financing and/or use of cash collateral, as the case may be, for the Company, during and for the administration of, its Chapter 11 Case, and to execute any and all documents that, at the discretion of such Authorized Person, are necessary, convenient or advisable for consummating the same;

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed on behalf of, and in the name of, the Company to make, as may be deemed necessary and appropriate, arrangements to sell the assets of the Company (the "Asset Sales"), as part of the Chapter 11 Case, to bidders on the highest and best terms offered, and to execute and deliver any corresponding Asset Purchase Agreements and any and all other documents that, at the discretion of such Authorized Person, are necessary, convenient or desirable to consummate Asset Sales including all other agreements, instruments, certificates and other documents to be entered into or delivered by any party in connection with the transactions contemplated pursuant to any Asset Sales;

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed on behalf of, and in the name of, the Company to, as they deem necessary and appropriate upon advice of counsel, have prepared and to propose a plan of reorganization or liquidation under Chapter 11 of the Bankruptcy Code (including any and all modifications, supplements, and amendments thereto) which may effectuate, among other things, the distribution of the proceeds from any Asset Sales and to cause such plan(s) to be filed in the Bankruptcy Court at such time as said Authorized Person shall determine;

RESOLVED, that any Authorized Person be, or any of the Company's employees or agents (including counsel) designated by or directed by any such Authorized Person, be and each hereby is, authorized and directed on behalf of, and in the name of, the Company to take such steps as may be necessary, appropriate, or desirable in connection with such plan of reorganization or liquidation and to make such motions and other filings with the Bankruptcy Court and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation and implementation of such plan(s);

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed to employ additional professionals, including any attorneys, financial advisors and consultants as such Authorized Person deems necessary or appropriate to represent and assist the Company in carrying out its duties under the Bankruptcy Code both prior to, and after the commencement of, the Chapter 11 Case; and in connection therewith, such Authorized Person is hereby authorized and directed to execute appropriate retention agreements, have paid appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of such additional professionals;

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver and file any and all such instruments as such Authorized Person deems necessary or desirable in order to carry out the purposes and intention of the foregoing resolutions; and

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby approved, ratified and confirmed in all respects.

United States Bankruptcy Court
Southern District of New YorkIn re Platform Learning Inc.

Debtor(s)

Case No.
Chapter11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Scholastic Inc. 557 Broadway New York, NY 10012	Beth Polcari Scholastic Inc. 557 Broadway New York, NY 10012 212-965-7404	Trade Vendor		2,896,335.61
Adecco USA, Inc. 175 Broad Hollow Road Attn: General Counsel Melville, NY 11747	Richard Colefield Adecco 61 Broadway New York, NY 10006-2701 212-509-3300	Trade Vendor		2,476,648.03
Philosophy IB 25 A Vreeland Road Suite 100 Florham Park, NJ 07932	Christine Lohtz Philosophy IB 25 A Vreeland Road, Suite 100 Florham Park, NJ 07932	Trade Vendor		818,269.04
Cambium Learning 313 Speen Street Natick, MA 01760	David Caron, CFO Cambium Learning 313 Speen Street Natick, MA 01760 508-647-1340	Trade Vendor		722,207.00
Suttle Straus PO Box 370 Waunakee, WI 53597	John Fox Suttle Straus PO Box 370 Waunakee, WI 53597 608-849-7000 x222	Trade Vendor		463,170.28
Ace Printing Company Inc 54 Fadem Road Springfield, NJ 07081	Mike Marantz Ace Printing Company Inc 54 Fadem Road Springfield, NJ 07081 973-467-4422	Trade Vendor		289,939.61
Korn Ferry International 1900 Avenue of the Stars 26th Floor Los Angeles, CA 90067	Christine Donovan, Esq. The Donovan Group 2920 Newport Blvd., Ste. B Newport Beach, CA 92663 949-673-8674	Trade Vendor		273,811.00

In re Platform Learning Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Ultimus 15200 Weston Parkway Suite 106 Cary, NC 27513	Willis Lumpkin, CFO Ultimus 15200 Weston Pkwy, Suite 106 Cary, NC 27513 919-678-0900 x107	Trade Vendor		248,501.47
Print Media 350 7th Avenue 12th Floor New York, NY 10001	Jordan Wachtell Print Media 350 7th Avenue, 12th Floor New York, NY 10001 212-563-4040	Trade Vendor		246,748.76
Prudential Financial PO Box 841337 Dallas, TX 75284	Joseph Clasen, Esq. Robinson & Cole 695 East Main Street Stamford, CT 06904-2305 203-462-7510	Trade Vendor		241,594.53
KB Toys Wholesale Inc 100 West St Pittsfield, MA 01201	David Pyne KB Toys Wholesale Inc 100 West St Pittsfield, MA 01201 413-496-3360	Trade Vendor		240,872.00
Recruitmax Software, Inc. c/o Mark Silverman, Vurv Techn 7600 Centurian Pkwy, Ste. 100 Jacksonville, FL 32256	Mark Silverman c/o Vurv Technology 7600 Centurian Pkwy, Ste. 100 Jacksonville, FL 32256 904-493-8579	Trade Vendor		231,114.00
Harcourt Assessment, Inc. Customer Service PO Box 708912 San Antonio, TX 78270-8912	Jason Morrow Harcourt Assessment, Inc. Customer Service PO Box 708912 San Antonio, TX 78270-8912 210-339-5155	Trade Vendor		228,775.46
Managerial Design Corporation 1033 Solutions Center Chicago, IL 60677-1000	Richard Quinn Managerial Design Corporation 1033 Solutions Center Chicago, IL 60677-1000 502-867-0550	Trade Vendor		225,773.78
VirtualEdge Corporation 1010 Stony Hill Road Yardley, PA 19067	Mike Gorman VirtualEdge Corporation 1010 Stony Hill Road Yardley, PA 19067 215-504-5400	Trade Vendor	Contingent Unliquidated Disputed	207,778.09
AXA Corp. Solutions Reins. Co. 17 State Street, 38th Floor New York, NY 10004	Vincent Assennato AXA Corp Solutions Reins. Co. 17 State Street / 38th Floor New York, NY 10004 212-658-8673	Leasehold		202,374.38

In re Platform Learning Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
ePredix MI 06 PO Box 1150 Minneapolis, MN 55480-1150	Malvin Patterson ePredix MI 06 PO Box 1150 Minneapolis, MN 55480-1150 612-843-1075 or 612-832-0573	Trade Vendor		193,872.00
Russell Reynolds Assoc. 200 Park Avenue New York, NY 10166-7018	Michael Iannico Russell Reynolds Assoc. 200 Park Avenue New York, NY 10166-7018 212-716-7018	Trade Vendor		185,953.47
Nixon Peabody LLP 437 Madison Avenue New York, NY 10022	Jeff Clark Nixon Peabody LLP 437 Madison Avenue New York, NY 10022 202-585-8000	Legal Services		180,000.00
Hudson Bay Environments One Fordham Plaza Bronx, NY 10458-5871	Hudson Bay Environments One Fordham Plaza Bronx, NY 10458-5871	Trade Vendor	Subject to Setoff	175,571.40

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 21, 2006

Signature /s/ Juan Torres
Juan Torres
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

In re Platform Learning Inc.

Case No. _____

Debtor(s)

GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES AND STATEMENTS

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules and Statements") filed by Platform Learning Inc., debtor and debtor-in-possession in the above-captioned Chapter 11 case, are unaudited and were prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by the Debtor's management. While the Debtor's management has made reasonable efforts to file complete and accurate Schedules and Statements based upon information available at the time of preparation, the Schedules and Statements remain subject to further review and verification by the Debtor. Subsequent information may result in material changes in financial and other data contained in the Schedules and Statements. The Debtor reserves the right to amend its Schedules and Statements from time to time as may be necessary or appropriate. This Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtor' Schedules and Statements (the "Global Notes") is incorporated by reference in, and comprises an integral part of, the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements.

1) Description of the Case and "As Of" Information Date. On June 21, 2006 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101- *et seq.* (the "Bankruptcy Code"). The Debtor is currently operating its business and possessing its property as a debtor-in-possession under Bankruptcy Code §§ 1107 and 1108 of the Bankruptcy Code. Except as otherwise noted, all asset and liability information is as available as of May 2006.

2) Basis of Presentation. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtor.

3) Summary of Significant Reporting Policies. The following conventions were adopted by the Debtor in the preparation of the Schedules and Statements:

a. Fair Market Value; Book Value. Unless otherwise noted, the Schedules and Statements reflect the carrying value of the liabilities as listed in the Debtor's books and records. Where the current market value of assets is unknown, the Debtor has based its valuation as best as possible on book values; however, particularly with respect to equipment and systems, the Debtor believes the actual value may be substantially lower. Where known, accumulated depreciation of assets has been noted.

b. Inventories. Inventories are valued in the Schedules and Statements at the values indicated on the Debtor's books and records.

c. Real Property and Personal Property – Leased. In the ordinary course of its business, the Debtor leases real property and various articles of personal property, including furniture, fixtures and equipment, from certain third-party lessors. Every attempt has been made to set forth all such leases in the Schedules and Statements. The property subject to leases may not be reflected in the Schedules and Statements as either owned property or assets of the Debtor or property or assets of third-parties within the control of the Debtor. The lease payments under such leases have been included on Schedule D (secured debt) to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement), and the Debtor reserves all of its rights with respect to all such issues.

d. Causes of Action. The Debtor reserves all of its rights with respect to any causes of action it may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

e. Schedule D. The Debtor reserves the right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtor may have scheduled claims of various creditors as secured claims, the Debtor reserves all of its rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided on Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements

f. Schedule G. While every effort has been made to ensure the accuracy of the Schedule of Executory Contracts, inadvertent errors or omissions may have occurred. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature, if any, have been scheduled to the best of the Debtor's knowledge. Additionally, the Debtor may be a party to various other agreements concerning real property, such as easements, rights of way, subordination, nondisturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtor reserves all of its rights, claims and causes of action with respect to the contracts and agreements listed on these Schedules and Statements, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument.

g. Disputed, Contingent and/or Unliquidated Claims. Schedules D, E and F permit the Debtor to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of these Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtor reserves the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules as to amount, liability or status.

United States Bankruptcy Court
Southern District of New York

In re Platform Learning Inc., Case No. _____
Debtor Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities."

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	21,026,147.54		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	3		21,998,069.07	
E - Creditors Holding Unsecured Priority Claims	Yes	2		15,655.46	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	52		14,919,765.69	
G - Executory Contracts and Unexpired Leases	Yes	7			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		71			
	Total Assets		21,026,147.54		
		Total Liabilities		36,933,490.22	

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		SVB (Checking)	-	Unknown
		JPMorgan Chase (Checking)	-	Unknown
		Bank of America CD	-	150,000.00
		Collateral CD - To Back LC (Beneficiary: Dell)	-	98,456.00
		Collateral CD - To Back LC (Beneficiary: AXA)	-	527,281.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		E&Y / 55 Broad Street Office	-	51,986.00
		E&Y / 55 Broad Street	-	3,165.00
		Dubrow Management/Newark Office	-	5,666.66
		K.L. Holdings LLC / Camden	-	5,933.52
		The TreeLine 189 Partners / Brooklyn/Queens Office	-	14,864.74
		Harlem Legal Services/Bronx Office	-	2,744.00
		IRP - Lincoln Atlanta Assoc / Atlanta Office	-	7,118.76
		GS Equities LLC / Detroit Office	-	2,296.45
		Plymouth Partners / Chicago Office	-	4,425.48
		Jim Petropoulos / San Diego Office	-	4,470.00
		Regis Business Center / LA Regis Business	-	4,234.21
		Younan Properties / LA Office	-	11,055.60
		COMAC Gas and Electric / Chicago Office	-	585.00
		Chelsea Storage	-	661.00
			Sub-Total >	894,943.42
			(Total of this page)	

4 continuation sheets attached to the Schedule of Personal Property

In re **Platform Learning Inc.**

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		RRFV Tri City Partners / San Bernadino Office	-	2,938.30
		Con Ed Communications / 17 State Street	-	5,000.00
		Jones Lang Lasalle / Miami Office	-	17,424.00
		FBEC - Brickell Key Center / Ft Lauderdale Office	-	44,341.92
		Radice III, LLC / Ft. Lauderdale Office	-	16,998.26
		Genesis / Akron, Cleveland Office	-	5,335.75
		MWH #14 Corp / Tampa Office	-	4,117.75
		Flagler Development Co / Jacksonville Office	-	18,923.96
		The Exchange of Ft. Lauderdale LLC / Orlando Office	-	5,849.38
		Abrams Family Investment LLC / Las Vegas	-	7,177.99
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **128,107.31**
(Total of this page)

Sheet 1 of 4 continuation sheets attached
to the Schedule of Personal Property

In re **Platform Learning Inc.**

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Invoiced A/R	-	5,381,674.00
		Accrued A/R (Estimated)	-	2,800,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
				Sub-Total > 8,181,674.00
				(Total of this page)

Sheet 2 of 4 continuation sheets attached
to the Schedule of Personal Property

In re Platform Learning Inc., Case No. _____,
Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Unknown	-	0.00
22. Patents, copyrights, and other intellectual property. Give particulars.		SMART Software	-	Unknown
		Project Elevate Software	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Computer Equipment (at NBV as of 3/31/06)	-	1,084,914.53
		Other Equipment (at NBV as of 3/31/06)	-	6,705.94
		Systems (at NBV as of 3/31/06)	-	6,388,536.93
29. Machinery, fixtures, equipment, and supplies used in business.		Furniture	-	879,597.59
		Leasehold Improvements	-	222,540.42
30. Inventory.		Curriculum (as of 3/31/06)	-	1,958,520.00
		Student Rewards (as of 3/31/06)	-	882,491.00
		Marketing Collateral (as of 3/31/06)	-	254,082.00
		Other (as of 3/31/06)	-	144,034.40
31. Animals.	X			

Sub-Total > **11,821,422.81**
(Total of this page)

Sheet 3 of 4 continuation sheets attached
to the Schedule of Personal Property

In re Platform Learning Inc., Case No. _____,
Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
32. Crops - growing or harvested. Give particulars.	<input checked="" type="checkbox"/>			
33. Farming equipment and implements.	<input checked="" type="checkbox"/>			
34. Farm supplies, chemicals, and feed.	<input checked="" type="checkbox"/>			
35. Other personal property of any kind not already listed. Itemize.	<input checked="" type="checkbox"/>			

Sub-Total > **0.00**
(Total of this page)
Total > **21,026,147.54**

Sheet 4 of 4 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONT INU ING ENT	UNL I Q UI D ATE D	DISP UTE D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
AlpInvest Partners Inc. 630 Fifth Avenue, 28th Floor New York, NY 10111	-		Subordinated debt (in participation with Capital Resource Partners)					
			Value \$ 0.00				4,805,260.99	Unknown
Account No.								
Bank of America PO Box 60073 City Of Industry, CA 91716-0073	-		Bank of America CD					
			Value \$ 150,000.00				0.00	0.00
Account No.								
Canon Bus. Solutions-East, Inc P.O. Box 728 Park Ridge, NJ 07656	-		1/6/05, 8/16/05 1/6/05: Lease #4153010, 2 Canon IR500; 8/16/05: Lease #200140062, 2 Canon IR5020 copiers, 1 Canon IRC3220 copier, 1 Canon DR9080C Scanner					
			Value \$ Unknown				0.00	Unknown
Account No.								
Canon Fin. Services, Inc. 158 Gaither Drive #200 Suite 100 Mount Laurel, NJ 08054	-		7/20/05, 7/27/05, 8/16/05 7/20/05: All equipment under Lease #005-0262702-0002; 7/27/05: All equipment under Lease #005-0262702-0003; 8/16/05: All equipment under Lease #005-0262702-0004					
			Value \$ Unknown				7,295.93	Unknown
2 continuation sheets attached				Subtotal (Total of this page)			4,812,556.92	

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT T	UNLIQUIDATED D	DISPUTED D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.							
Additional Notice: Canon Fin. Services, Inc.		Canon Fin. Services, Inc. 15325 S.E. 30th Place Suite 100 Bellevue, WA 98007					
Value \$							
Account No.		10/8/04, 1/12/05					
Capital Resource Partners V LP 85 Merrimac Street Suite 200 Boston, MA 02114	-	All Assets					
Value \$		Unknown				9,516,026.26	Unknown
Account No.		8/24/04, 11/4/04					
Dell Financial Services, LP 12234 N. IH-35 Bldg B Austin, TX 78753	-	All computer equipment pursuant to equipment leases #006361067-0002 and #006361067-0003					
Value \$		Unknown				50,156.58	Unknown
Account No.							
Additional Notice: Dell Financial Services, LP		Dell Financial Services 899 Eaton Avenue Bethlehem, PA 18025					
Value \$							
Account No.							
Additional Notice: Dell Financial Services, LP		Dell Financial Services, LP 99355 Collections Center Drive Chicago, IL 60693					
Value \$							

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page) **9,566,182.84**

In re **Platform Learning Inc.**

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT T	UNLIQUIDATED D	DISPUTED D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		1/20/04 Master Agt/Lease No:----- Cust: 1159844 CAIR110 NQU00109 CAIR2010F MRU04019 CAIR2010F MRU04035 CAIR201F MRU04037 CAIR2010F MRU04023 CAIR2010F MRU000154 CAIR2010F MRU04185 CAIR2010F MRU03443 CAIR1370F MNT06127					
IOS Capital Inc. 1738 Bass Road Macon, GA 31210	-	Value \$ 0.00				0.00	0.00
Account No.		10/20/05 Various Computer Equipment pursuant to Master Equipment Lease Agreement dated October 5, 2005					
Relational LLC 101 Federal Street Suite 1900 Boston, MA 02110	-	Value \$ Unknown				2,058,874.31	Unknown
Account No.		11/9/04, 11/12/04, 9/8/05 Equipment financed with an Equipment Finance pursuant to Security Agreement, dated September 30, 2004; All assets (UCC-1 9/8/05)					
Silicon Valley Bank 221 Washington St., Ste. 200 One Newton Executive Park Newton, MA 02462	X -	Value \$ 0.00				5,560,455.00	Unknown
Account No.		Value \$					
Account No.		Value \$					
Sheet <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			7,619,329.31	
			Total (Report on Summary of Schedules)			21,998,069.07	

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,000* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, which ever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$4,925* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,225* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Platform Learning Inc.** _____, Debtor

Case No. _____

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE TO R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT			AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	
				UNLIQUIDATED	DISPUTED				
Account No.									
Brenda Leggett c/o Frances Farber-Walter, Esq 25 Main Street, Suite 104 Hackensack, NJ 07601		-					7,500.00	7,500.00	
Account No.									
Marlene Wechsler 1501 First Avenue Apt. 4S New York, NY 10021		-					1,087.76	1,087.76	
Account No.									
Stacey Johnson c/o Peter Ulanowicz, Esq. 4486 Davie Road Davie, FL 33314		-					7,067.70	0.00	
Account No.									
Account No.									
Sheet 1 of 1 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Total of this page)	15,655.46	8,587.76
							Total	15,655.46	8,587.76
							(Report on Summary of Schedules)		

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community maybe liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOUR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
45 Academy Street Associates c/o Dubrow Management 45 Academy Street, Suite 200 Newark, NJ 07102			-				2,800.00
Account No.							
4T-Technologies, Inc. 885 Woodstock Road Suite 430 # 220 Roswell, GA 30075-2274			-				17,448.00
Account No.							
55 Broad Street LP 345 Park Avenue New York, NY 10154-0101			-				225.00
Account No.							
AAA Architectural Hardware Co 44 West 46th Street New York, NY 10036			-				119.21
51 continuation sheets attached				Subtotal (Total of this page)			20,592.21

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
ABM Janitorial Services PO Box 19459A Newark, NJ 07195-0459		-				8,239.43
Account No.						
Abrams Family Investments LLC c/o United Ins. Co. of America 7674 W. Lake Mead Blvd, #104 Las Vegas, NV 89128		-				7,348.13
Account No.						
Additional Notice: Abrams Family Investments LLC		United Ins. Co. of America 7674 W. Lake Mead Blvd Suite 104 Las Vegas, NV 89128				
Account No.						
ACC Business PO Box 13136 Newark, NJ 07101-5636		-				475.00
Account No.						
Accountemps 12400 Collections Center Drive Chicago, IL 60693		-				624.00
Sheet no. <u>1</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			16,686.56

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
AccuConference Attn: David Byrd 6300 Ridglea Place, Suite 318 Fort Worth, TX 76116		-				14,629.16
Account No.						
Ace Printing Company Inc 54 Fadem Road Springfield, NJ 07081		-				289,939.61
Account No.						
Axiom 12445 Collection Center Drive Chicago, IL 60693		-				7,667.75
Account No.						
Adecco USA, Inc. 175 Broad Hollow Road Attn: General Counsel Melville, NY 11747		-				2,476,648.03
Account No.						
Additional Notice: Adecco USA, Inc.		Adecco PO Box 371084 Pittsburgh, PA 15250-7084				
Sheet no. <u>2</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>2,788,884.55</u>

In re **Platform Learning Inc.** Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Additional Notice: Adecco USA, Inc.		Adecco 99 Summer Street Attn: VP of Operations Boston, MA 02110				
Account No.						
Additional Notice: Adecco USA, Inc.		Adecco 61 Broadway New York, NY 10006-2701				
Account No.						
ADP Inc PO Box 7247-0351 Philadelphia, PA 19170-0351		-				18,586.75
Account No.						
AFCO Dept 21315 Pasadena, NY 91185-1315		-				98.08
Account No.						
AHA! Interactive 53 W. Jackson Blvd. Suite 1135 Chicago, IL 60604		-				62,776.03

Sheet no. 3 of 51 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

81-469-86

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
ALEKS Corporation 400 North Tustin, Suite 300 Santa Ana, CA 92705		-				1,625.00
Account No.						
All Shredding Corp 27 Williams Street 4th Floor New York, NY 10005		-				189.66
Account No.						
Allessandra Cautenicci 6200 Wagner Lane Bethesda, MD 20816		-				9,070.73
Account No.						
Allied Office Products 100 Delawanna Ave Clifton, NJ 07014		-				78,324.01
Account No.						
Arrowhead PO Box 52237 Phoenix, AZ 85072-2237		-				200.89
Sheet no. <u>4</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			89,410.29

In re Platform Learning Inc., Case No. _____,
Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.						
AXA Corp. Solutions Reins. Co. 17 State Street, 38th Floor New York, NY 10004		-				202,374.38
Account No.						
Ayers Group 405 Lexington Avenue New York, NY 10174		-				88,000.00
Account No.						
Bekins Worldwide Solutions 135 S. LaSalle, Dept. 1624 Chicago, IL 60674-1624		-				3,364.11
Account No.						
Bellsouth PO Box 70529 Charlotte, NC 28272-0529		-				3,034.93
Account No.						
BIG 1131 W. Warner Road, Suite 102 Tempe, AZ 85284		-				12,349.76
Sheet no. <u>5</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			309,123.18

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Big Apple Car 169 Bay 17th Street Brooklyn, NY 11214		-				13,500.56
Account No.						
Big Apple Visual Group 247 W. 35th Street New York, NY 10001		-				2,450.00
Account No.						
Brown & Bigelow PO Box 1450 NW 8554 Minneapolis, MN 55485-8554		-				8,923.58
Account No.						
Business Objects 7573 Collections Center Drive Chicago, IL 60693		-				17,892.00
Account No.						
Cambium Learning 313 Speen Street Natick, MA 01760		-				722,207.00
Sheet no. <u>6</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			764,973.14

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Canon Business Solutions 300 Commerce Square Blvd Burlington, NJ 08016		-				7,680.64
Account No.						
Canon Business Solutions-West PO Box 100924 Pasadena, CA 91189-0924		-				136.47
Account No.						
Capital H Group Attn: Gregory Silich 225 W. Washington Street Chicago, IL 60606		-				106,187.41
Account No.						
Capital Resource Management-Special Purp 200 State Street Boston, MA 02109		-				8,269.99
Account No.						
Carey International PO Box 631414 Baltimore, NY 21263-1414		-				2,769.78
Sheet no. <u>7</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			125,044.29

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Carlos Watson 111 North Rengstorff Ave. Suite 162 Mountain View, CA 94043		-				2,500.00
Account No.						
Carmel Private Car & Limousine Services 2642 Broadway New York, NY 10025		-				20,554.24
Account No.						
CDW Direct LLC PO Box 75723 Chicago, IL 60675-5723		-				6,299.52
Account No.						
Central Parking System - FL 647 Brickell Key Drive Miami, FL 33131		-				6,428.90
Account No.						
Cingular - O PO Box 6444 Carol Stream, IL 60197-6444		-				19,204.03
Sheet no. <u>8</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>54,986.69</u>

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Cingular - W PO Box 828435 Philadelphia, PA 19182-8435		-				2,851.38
Account No.						
Citicorp Vendor Finance, Inc One International Boulevard Mahwah, NJ 07430-0631		-				13,672.81
Account No.						
Additional Notice: Citicorp Vendor Finance, Inc		Citicorp Vendor Finance, Inc PO Box 7247-0118 Philadelphia, PA 19170-0118				
Account No.						
Citicorp Vendor Finance, Inc One International Boulevard Mahwah, NJ 07430-0631		-				0.00
Account No.						
City of San Bernardino Business Reg 300 North "D" Street San Bernardino, CA 92418		-				60.00
Sheet no. <u>9</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			16,584.19

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Classic Coffee Systems, Ltd 333 W. Merrick Road Suite #3 Valley Stream, NY 11580		-				4,502.76
Account No.						
Clear Channel - WJLB 27675 Halsted Road Farmington Hill, MI 48331		-				3,000.00
Account No.						
Club Quarters 49 W. 45th Street, 8th floor New York, NY 10036		-				5,838.35
Account No.						
CMRS-FP Dept. 4272 Carol Stream, IL 60122-4272		-				1,193.95
Account No.						
Coffee Distributing Corp. PO Box 766 Garden City Pk, NY 11040-0604		-				25.82
Sheet no. 10 of 51 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			14,560.88

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
ComEd Bill Payment Center Chicago, IL 60668-0001		-				168.85
Account No.						
Commercial Wiring Service LLC 3010 Route 88 Pt Pleasant Bch, NJ 08742		-				1,434.99
Account No.						
Computer Generated Solutions 3 World Financial Center 200 Vesey Street, 27th Floor New York, NY 10281		-				71,627.00
Account No.						
Con Edison Communications 55 Broad Street 22nd FL - Finance New York, NY 10004		-				13,696.02
Account No.						
Corbis Corporation 13159 Collections Center Drive Chicago, IL 60693		-				14,545.00
Sheet no. <u>11</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>101,471.86</u>

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
CSFB 1998-P1 Griswold Off LLC 645 Griswold, Suite 3080 Detroit, MI 48226		-				634.92
Account No.						
Additional Notice: CSFB 1998-P1 Griswold Off LLC		Finsilver/Friedman Mgmt Corp. Attn: Penobscot Building 34975 W. Twelve Mile Rd, #100 Farmington Hills, MI 48331				
Account No.						
Dart Courier Service 116 East 16th Street 3rd Floor New York, NY 10003		-				223.70
Account No.						
David Rivera 381 Bedford Park Blvd #2 Bronx, NY 10458		-				163.50
Account No.						
Dell Inc. One Dell Way Round Rock, TX 78682		-				10,199.60
Sheet no. <u>12</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			11,221.72

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Dell Marketing LP PO Box 676021 Dallas, TX 75267-6021		-				2,601.00
Account No.						
Deloitte 25 Broadway New York, NY 10004-1010		-				23,612.92
Account No.						
DHL Express (USA) Inc. PO Box 4723 Houston, TX 77210-4723		-				31,510.18
Account No.						
Downtown Key & Lock Co. 44 New Street New York, NY 10004		-				248.20
Account No.						
Education Industry Association PO Box 348 Watertown, WI 53094		-				10,000.00
Sheet no. <u>13</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			67,972.30

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Education Week PO Box 2083 Marion, OH 43306-8183		-				79.94
Account No.						
Enterprise Rent-A-Car of SF 192 98th Ave Oakland, CA 94603-1004		-				2,072.99
Account No.						
EPI Internet Direct 5694-4 Highway 7 East, Ste 322 Markham, Ontario L3P 1B4 CANADA		-				488.90
Account No.						
ePredix MI 06 PO Box 1150 Minneapolis, MN 55480-1150		-				193,872.00
Account No.						
Epromos Promotional Products, Inc. 222 East 44th Street 10th Floor New York, NY 10017		-				138,807.39
Sheet no. <u>14</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			335,321.22

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Ernst & Young LLP PO Box 98366 Chicago, IL 60693		-				12,030.53
Account No.						
Ernst & Young U.S. LLP PO Box 98366 Chicago, IL 60693		-				18,715.50
Account No.						
Additional Notice: Ernst & Young U.S. LLP		Ernst & Young U.S. LLP 5 Times Square New York, NY 10036				
Account No.						
Additional Notice: Ernst & Young U.S. LLP		Ernst & Young U.S. LLP 1300 Huntington Building 925 Euclid Avenue Cleveland, OH 44115				
Account No.						
Exchange of Ft Lauderdale LLC 1500 West Cypress Creek Road Suite 409 Fort Lauderdale, FL 33309		-				126,127.12
Sheet no. <u>15</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			156,873.15

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
FBEC-Brickell Key Centre LP c/o Jones Lang LaSalle Mgt Svc 601 Brickell Key Dr, Ste 101 Miami, FL 33131		-				6,214.56
Account No.						
Additional Notice: FBEC-Brickell Key Centre LP		Jones Lang LaSalle Mgmt Svc 2995 Paysphere Circle Chicago, IL 60674-2995				
Account No.						
Fedex PO Box 1140 Memphis, TN 38108		-				248.64
Account No.						
FedEx - PA PO Box 371461 Pittsburgh, PA 15250-7461		-				305.70
Account No.						
Fedex Kinkos PO Box 672085 Dallas, TX 75267-2085		-				19,483.07
Sheet no. <u>16</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>26,251.97</u>

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
FIA 230 Park Avenue, Suite 422 New York, NY 10169		-				407.34
Account No.						
Filterfresh Chicago 36245 Treasury Center Chicago, IL 60694-6200		-				1,045.35
Account No.						
FIT Seventh Ave. at 27th Street New York, NY 10001-5992		-				1,400.00
Account No.						
Flagler Development Company 10151 Deerwood Park Boulevard Building 100, Suite 330 Jacksonville, FL 32256		-				33,220.35
Account No.						
Friends of Hillary 15 East 26th Street New York, NY 10010		-				100.00
Sheet no. <u>17</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			36,173.04

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Fun Express PO Box 2049 Omaha, NE 68103		-				89,007.97
Account No.						
Galen Technology Solutions, Inc. 100 Wall Street New York, NY 10005		-				5,400.00
Account No.						
GE Financial 1800 South Springer Drive Lombard, IL 60148		-				1,334.35
Account No.						
Genesis Building Limited Dalad Group, Attn Lloyd Mazur 6200 Rockside Woods Blvd, #105 Independence, OH 44131		-				27,717.40
Account No.						
George Arzt Communications Inc 123 William Street 22nd Floor New York, NY 10038		-				61,000.00
Sheet no. <u>18</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>184,459.72</u>

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Global Vantedge PO Box 940 Brookfield, WI 53008-0940		-				995.23
Account No.						
Glyph Language Services 126 NW Canal Street, Suite 110 Seattle, WA 98107		-				4,365.54
Account No.						
Good Technology Inc Dept CH 17433 Palatine, IL 60055-7433		-				2,339.94
Account No.						
Greater Miami Caterers 4001 N.W. 31st Avenue Miami, FL 33142		-				819.89
Account No.						
Groove Networks, Inc 100 Cummings Center/Suite 535Q Attn: Rachel Bradford-Warfel Beverly, MA 01915		-				100,719.61
Sheet no. <u>19</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			109,240.21

In re **Platform Learning Inc.** Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNIQUE IDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
GS Equities, LLC PO Box 31-1807 Detroit, MI 48231-1807		-				3,046.12
Account No.						
Guarino & Associates 1 Windy Hill Cleveland, OH 44094		-				30.00
Account No.						
Halsey, Rains and Associates 415 Second St., NE, Suite 100 Washington, DC 20002		-				10,239.18
Account No.						
Harcourt Assessment, Inc. Customer Service PO Box 708912 San Antonio, TX 78270-8912		-				228,775.46
Account No.						
Harris Interactive 135 Corporate Woods Rochester, NY 14623-1457		-				4,750.00
Sheet no. 20 of 51 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)		246,840.76

Sheet no. 20 of 51 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page)	246,840.76
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In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Harris Mc Cully Associates 99 Park Avenue, 18th Floor New York, NY 10016		-				4,000.00
Account No.						
Headsprout 127 Broadway East - Suite 300 Seattle, WA 98102		-				1,088.00
Account No.						
Heart to Heart Floral Decorations 5 Beaver Street New York, NY 10004		-				1,089.16
Account No.						
Holland & Knight LLP 2099 Pennsylvania Ave N.W. Suite 100 Washington, DC 20006		-				94,312.98
Account No.						
Hudson Bay Environments One Fordham Plaza Bronx, NY 10458-5871		Subject to setoff.				175,571.40
Sheet no. <u>21</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			276,061.54

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
iKnowthat.com Inc. 2100 Wharton Street Suite 625 Pittsburgh, PA 15203		-				398.00
Account No.						
IKON Document Services (PA) PO Box 827457 Philadelphia, PA 19182-7457		-				29,709.09
Account No.						
Ikon Financial Services PO Box 41564 Philadelphia, PA 19101-1564		-				6,446.75
Account No.						
Ikon Office Solutions - IL 1600 Solutions Center Chicago, IL 60677-1005		-				884.25
Account No.						
Image Access Corp 252 Hudson Street Hackensack, NJ 07601		-				17,340.00
Sheet no. <u>22</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			54,778.09

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Innovative Systems Five Valley Square, Suite 225 512 Township Line Road Blue Bell, PA 19422		-				142,174.46
Account No.						
IntellAgent Solutions LLC 107 Max Ct. SE Leesburg, VA 20175		-				56,606.64
Account No.						
Intellinet Two Concourse Parkway Atlanta, GA 30328		-				171,220.69
Account No.						
Interwoven Attn: Reena Prasad 803 11th Avenue Sunnyvale, CA 94089		-				90,918.00
Account No.						
IRP-Lincoln Atlanta Assocs LLC 100 Peachtree Street Suite 1810 Atlanta, GA 30303		-				16,176.60
Sheet no. <u>23</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			477,096.39

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
ISGI 94 North Elm Street Suite 303 Westfield, MA 01085		-				23,484.44
Account No.						
Jaros Baum & Bolles 80 Pine Street New York, NY 10005		-				8,437.14
Account No.						
Jasculca/Terman & Assocs, Inc. 730 North Franklin Street Suite 510 Chicago, IL 60610		-				52,623.26
Account No.						
Jessica Payne 6617 Telegraph Ave # 3 Oakland, CA 94609		-				134.65
Account No.						
Jofaz Transportation 1 Coffey Street Brooklyn, NY 11231		-				3,750.00
Sheet no. <u>24</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			88,429.49

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
JRH Solutions 208 Popolo Drive Las Vegas, NV 89138		-				37,551.36
Account No.						
Justin Wolf 390 19th Street 2nd Floor Brooklyn, NY 11215		-				100.00
Account No.						
K.L. Holdings LLC PO Box 827124 Philadelphia, PA 19182-7124		-				3,671.25
Account No.						
Additional Notice: K.L. Holdings LLC		K.L. Holdings LLC PO Box 1906 Cherry Hill, NJ 08034				
Account No.						
Karen Migdale 21 Leroy Street, Apt. 23 New York, NY 10014		-				20.00
Sheet no. <u>25</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			41,342.61

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Karplus & Nussbaum Architects, P.C 800 3rd Ave. New York, NY 10022-7604		-				11,297.86
Account No.						
Kastle Systems PO Box 75327 Baltimore, MD 21275-5327		-				389.43
Account No.						
KB Toys Wholesale Inc 100 West St Pittsfield, MA 01201		-				240,872.00
Account No.						
Kellwood/Phat Farm 512 7th Avenue 29th Floor New York, NY 10018		-				8,233.83
Account No.						
Korn Ferry International 1900 Avenue of the Stars 26th Floor Los Angeles, CA 90067		-				273,811.00
Sheet no. <u>26</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			534,604.12

In re Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Additional Notice: Korn Ferry International		Christine Donovan, Esq. The Donovan Group 2920 Newport Blvd., Ste. B Newport Beach, CA 92663				
Account No.		-				
Lagaceta PO Box 5536 Tampa, FL 33675		-				412.50
Account No.		-				
Laidlaw Transit, Inc. 3349 Highway 138 Bldg A, Suite D Wall Township, NJ 07719		-				1,228.80
Account No.		-				
Lake Business Products 37200 Research Drive Eastlake, OH 44095		-				61.63
Account No.		-				
Lanak & Hanna, P.C. Client Trust Account 400 North Tustin Avenue Santa Ana, CA 92705		-				9,892.00

Sheet no. 27 of 51 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

9,892.00

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Layer 7 Networks LLC 7 Van Wyk Road Lake Hiawatha, NJ 07034		-				12,615.73
Account No.						
Lester, Inc. 19 Business Park Drive A/R Dept. Branford, CT 06405		-				3,575.50
Account No.						
LexisNexis PO Box 7247-7090 Philadelphia, PA 19170-7090		-				5,176.27
Account No.						
Littler Mendelson PO Box 45547 San Francisco, CA 94145-0547		-				26,176.08
Account No.						
Lorain Board of Education 2350 Pole Avenue Lorain, OH 44052		-				250.75
Sheet no. <u>28</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>47,794.33</u>

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Louisiana Dept of Revenue PO Box 201 Baton Rouge, LA 70821-0201		-				296.66
Account No.						
M5 Networks 245 West 17th Street 9th Floor New York, NY 10011		-				27,318.93
Account No.						
Macromedia 600 Townsend Street San Francisco, CA 94103		-				10,729.13
Account No.						
Magnetic Springs PO Box 182076 Columbus, OH 43218-2076		-				99.33
Account No.						
Managerial Design Corporation 1033 Solutions Center Chicago, IL 60677-1000		-				225,773.78
Sheet no. <u>29</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>264,217.83</u>

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
MegaPath Networks Inc PO Box 120324 Dept 0324 Dallas, TX 75312-0324		-				4,542.30
Account No.						
Melwood Springs Water 200 Georgia Crown Drive McDonough, GA 30253		-				10.70
Account No.						
Merrill Communications LLC Attn: Dale Hein One Merrill Circle Saint Paul, MN 55108		-				70,763.58
Account No.						
Metropolis Group Inc. 299 Broadway, Suite 600 New York, NY 10007		-				2,661.20
Account No.						
MicroTek 2001 Butterfield Road Suite 1500 Downers Grove, IL 60515		-				61,224.52
Sheet no. <u>30</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			139,202.30

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Mid Hudson Photo ID 10 Ulster Avenue Ulster Park, NY 12487		-				233.27
Account No.						
Monster PO Box 34649 Newark, NJ 07189		-				12,075.00
Account No.						
MTI 17595 Cartwright Road Attn: Todd Williams Irvine, CA 92614		-				132,301.54
Account No.						
MWH #14 Corporation c/o TA Realty Corp. 28 State Street, 10th Floor Boston, MA 02109		-				17,623.96
Account No.						
Naimi Lundi 234 Matthews Dr. Newark, NJ 07103		-				500.00
Sheet no. <u>31</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>162,733.77</u>

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
National Organization of African America 507 Capital Court, NE Washington, DC 20002		-				6,250.00
Account No.						
NCS Pearson Attn: Jack Kielkucki 1313 Loan Oak Drive Eagan, MN 55121		-				146,976.75
Account No.						
Net Impact 660 Market Street - Suite 210 San Francisco, CA 94104		-				600.00
Account No.						
Nether Carter, Title I PAC		-				150.00
Account No.						
New York Times PO Box 371456 Pittsburgh, PA 15250-7456		-				38.00
Sheet no. <u>32</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			154,014.75

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Nextel Communications PO Box 17621 Baltimore, MD 21297-1621		-				8,000.00
Account No.						
Additional Notice: Nextel Communications		Nextel of New York Inc. 2001 Edmund Halley Drive Reston, VA 20191				
Account No.						
Additional Notice: Nextel Communications		Nextel of New York, Inc. 565 Taxter Road Elmsford, NY 10523				
Account No.						
Nixon Peabody LLP 437 Madison Avenue New York, NY 10022		-				180,000.00
Account No.						
Nomadic Display 475 Fifth Avenue 24th Floor New York, NY 10017		-				5,459.24
Sheet no. <u>33</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		193,459.24	

Case No.

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNIQUE IDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Oakwood Corporate Housing 004217 Collections Center Dr Chicago, IL 60693		-				16,978.55
Account No.						
PA-1601 Market Street LP 1601 Market Street Suite 2220 Philadelphia, PA 19103		-				6,250.00
Account No.						
Pacific Pointe Office Twr LLC 5959 Topanga Canyon Blvd Suite 200 Woodland Hills, CA 91367		-				5,748.65
Account No.						
Additional Notice: Pacific Pointe Office Twr LLC		Younan Properties Inc. PO Box 31001-1830 Pasadena, CA 91110				
Account No.						
Park Central New York 870 7th Avenue New York, NY 10019		-				27,328.54

Sheet no. 34 of 51 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

EG 205 34

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Pax Wholesome Foods 1776 Broadway New York, NY 10019		-				2,350.90
Account No.						
pbm/cmsi 1466 Broadway New York, NY 10036		-				4,116.56
Account No.						
Pearson Education 200 Old Tappan Road Old Tappan, NJ 07675		-				151,385.09
Account No.						
Penton Technology Media 2420 Reliable Parkway Chicago, IL 60686-0024		-				83.00
Account No.						
People Finders Plus 295 Madison Avenue New York, NY 10017		-				19,220.13
Sheet no. <u>35</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			177,155.68

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
People's Station AM1200 WCHB PO Box 92266 Cleveland, OH 44193		-				2,400.00
Account No.						
Philosophy IB 25 A Vreeland Road Suite 100 Florham Park, NJ 07932		-				818,269.04
Account No.						
Plymouth Partners LP 815 W. Van Buren Chicago, IL 60607		-				4,217.13
Account No.						
Poland Spring 2767 E Imperial Hwy Brea, CA 92821		-				35.33
Account No.						
Premiere Global Services PO Box 404351 Atlanta, GA 30384-4351		-				3,619.97
Sheet no. <u>36</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		828,541.47	

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Print Media 350 7th Avenue 12th Floor New York, NY 10001		-				246,748.76
Account No.						
Progressive Business Publications PO Box 3019 Malvern, PA 19355		-				94.56
Account No.						
Prudential Financial PO Box 841337 Dallas, TX 75284		-				241,594.53
Account No.						
Additional Notice: Prudential Financial		Joseph Clasen, Esq. Robinson & Cole 695 East Main Street Stamford, CT 06904-2305				
Account No.						
Quality Education Data 1625 Broadway, Suite 250 Denver, CO 80202		-				1,295.00
Sheet no. <u>37</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			489,732.85

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
R.R. Bowker 630 Central Avenue New Providence, NJ 07974-1606		-				139.65
Account No.						
Recruitmax Software, Inc. c/o Mark Silverman, Vurv Techn 7600 Centurian Pkwy, Ste. 100 Jacksonville, FL 32256		-				231,114.00
Account No.						
Rehabil. Instit. of Michigan Office of Development Rm 810, 261 Mack Blvd Detroit, MI 48201		-				1,000.00
Account No.						
Remington International Attn: Deborah Maggio 206 Newberry St Boston, MA 02116		-				15,500.00
Account No.						
Resolve Corporation Attn: Mark Sollenberger 20770 Westwood Drive Strongsville, OH 44149		-				135,000.00
Sheet no. <u>38</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>382,753.65</u>

In re Platform Learning Inc., Case No. _____, Debtor**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Resource Management Group Attn: Shirin Kazemi 177 Broad Street 11th Floor Stamford, CT 06901		-				22,000.00
Account No.						
RRF V Tri City LP c/o Glenborough 400 S. El Camino Real, Ste 100 San Mateo, CA 94402-1708		-				2,876.60
Account No.						
Russell Reynolds Assoc. 200 Park Avenue New York, NY 10166-7018		-				185,953.47
Account No.						
SBC Bill Payment Center - MI Bill Payment Center Saginaw, MI 48663-0003		-				926.82
Account No.						
Scholastic Inc. 557 Broadway New York, NY 10012		-				2,896,335.61
Sheet no. <u>39</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			3,108,092.50

In re Platform Learning Inc., Case No. _____, Debtor**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Secure Check 190 North Union Street Suite 101 Akron, OH 44304		-				520.00
Account No.						
Shaker Recruitment Ad. & Comm. 1100 Lake Street Oak Park, IL 60301-1015		-				12,203.44
Account No.						
Shen Milsom & Wilke 417 Fifth Avenue New York, NY 10016		-				15,065.60
Account No.						
Shurgard of River West 947 West Van Buren Chicago, IL 60607-3529		-				168.00
Account No.						
Sitel PO Box 3480 Omaha, NE 68103-0480		-				33,125.98
Sheet no. <u>40</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			61,083.02

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
SonicWall Services PO Box 30176 Los Angeles, CA 90030-9849		-				124.63
Account No.						
Sony Electronics Sony Drive, MS:1E4 Attn: Lloyd Sarakin Park Ridge, NJ 07656-8003		-				134,519.85
Account No.						
Sprint PO Box 79133 Phoenix, AZ 85062-9133		-				370.82
Account No.						
Sprint Recycling Inc. 605 West 48th Street New York, NY 10036		-				95.36
Account No.						
SRC Software 13190 SW 68th Pkwy Portland, OR 97223		-				26,978.59
Sheet no. <u>41</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			162,089.25

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Stacy Scott Exec Results Consulting Phoenix, AZ 85022		-				22,938.64
Account No.						
Sungard Availability Services PO Box 91233 Chicago, IL 60693		-				149,509.00
Account No.						
Additional Notice: Sungard Availability Services		SunGard Availability Services 680 E. Swedesford Road Attn: Contract Administration Wayne, PA 19087				
Account No.						
SunTrust Center LLC PO Box 532900 - Dept. 12281 Atlanta, GA 30353-2900		-				35,096.28
Account No.						
Additional Notice: SunTrust Center LLC		SunTrust Center, LLC c/o Equity Office 200 S. Orange Ave., Suite 2150 Orlando, FL 32801				

Sheet no. 42 of 51 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**207,543.92**

In re Platform Learning Inc., Case No. _____, Debtor**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Suttle Straus PO Box 370 Waunakee, WI 53597		-				463,170.28
Account No.						
Taleo Corporation 1010 Northern Boulevard Suite 328 Great Neck, NY 11021		-				2,970.00
Account No.						
The David Allen Company 1674 McNeil Road Ojai, CA 93023		-				9,440.44
Account No.						
The Mirram Group, LLC 895 Broadway 5th Floor New York, NY 10003		-				43,500.00
Account No.						
The New York Times PO Box 7777 Philadelphia, PA 19175-7770		-				56.80
Sheet no. <u>43</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			519,137.52

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.						
The Translation Dept PO BOX 303 DeKalb, IL 60115		-				4,150.00
Account No.						
The TreeLine 189 Partners 200 Garden City Plaza Suite 325 Garden City, NY 11530		-				5,617.83
Account No.						
Tiffany & Co. PO Box 27389 New York, NY 10087-7389		-				1,200.26
Account No.						
Tiger Information Systems Operations Center PO BOX 8500-1206 Philadelphia, PA 19178-1206		-				43,768.06
Account No.						
Tom Snyder Productions PO Box 34776 Newark, NJ 07189-4776		-				2,800.00
Sheet no. <u>44</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			57,536.15

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Tremain Nelson 17523 Kenton Crossing Lane Richmond, TX 77469		-				115.87
Account No.						
U.S. HealthWorks PO Box 50042 Los Angeles, CA 90074		-				44.00
Account No.						
Uinta Business Systems Department 1293 Denver, CO 80291		-				8,350.90
Account No.						
Ultimus 15200 Weston Parkway Suite 106 Cary, NC 27513		-				248,501.47
Account No.						
UPS PO Box 7247-0244 Philadelphia, PA 19170-0001		-				14,503.02
Sheet no. <u>45</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			271,515.26

In re Platform Learning Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Verizon Access Billing PO Box 1100 Albany, NY 12250-0001		-				614.74
Account No.						
Verizon CA - (SB) PO Box 9688 Mission Hills, CA 91346		-				294.72
Account No.						
Verizon California PO Box 30001 Inglewood, CA 90313-0001		-				74.18
Account No.						
Verizon Florida PO Box 920041 Dallas, TX 75392-0041		-				857.95
Account No.						
Verizon NJ PO Box 4833 Trenton, NJ 08650-4833		-				314.39
Sheet no. <u>46</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			2,155.98

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Verizon NY PO Box 15124 Albany, NY 12212-5124		-				1,451.48
Account No.						
Verizon Wireless PO Box 489 Newark, NJ 07101-0489		-				18,181.74
Account No.						
Verizon Wireless - MD PO Box 17464 Baltimore, MD 21297-1464		-				250.66
Account No.						
VIP Gold 169 Bay 17th Street Brooklyn, NY 11214		-				1,428.77
Account No.						
VirtualEdge Corporation 1010 Stony Hill Road Yardley, PA 19067		-	X	X	X	207,778.09
Sheet no. <u>47</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			229,090.74

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Voxeo Corporation 100 East Pine Street # 600 Orlando, FL 32801		-				4,115.38
Account No.						
Wall Street Journal PO Box 7007 Chicopee, MA 01021-9985		-				150.00
Account No.						
Washington State Treasurer PO Box 9048 Olympia, WA 98507-9048		-				15.00
Account No.						
Westin Rinehart Group LLC 2001 Pennsylvania Ave, NW Suite 250 Washington, DC, DC 20006		-				124,415.05
Account No.						
Wilson Sonsini Goodrich PO Box 60000 San Francisco, CA 94160-3672		-				163,780.47
Sheet no. <u>48</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>292,475.90</u>

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Additional Notice: Wilson Sonsini Goodrich		Wilson Sonsini, et al. 650 Page Mill Road Palo Alto, CA 94304-1050				
Account No.						
Winter, Wyman Financial Contracting PO Box 845050 Boston, MA 02284-5050		-				14,863.91
Account No.						
Wireless Generation Inc PO Box 9178 Uniondale, NY 11555-9178		-				564.85
Account No.						
Withum Smith & Brown (WS&B) 5 Vaughn Drive Princeton, NJ 08540		-				6,588.50
Account No.						
WZAK 93.1 FM 2510 St Clair Avenue Cleveland, OH 44114		-				2,100.00
Sheet no. <u>49</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			24,117.26

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.						
Xerox Capital PO Box 827181 Philadelphia, PA 19182-7181		-				6,132.23
Account No.						
Yara I Alma Bonilla Urb.Hipodromo #1464 c/Las Palmas, Apt. 2A Santurce, PR 00909-2637		-				180.00
Account No.						
Yellow Transportation Inc PO Box 13850 Newark, NJ 07188-0850		-				95.00
Account No.						
Yipes Enterprise Services Inc Dept CH 17502 Palatine, IL 60055-7502		-				10,823.48
Account No.						
Zephyrhills PO Box 52214 Phoenix, AZ 85072-2214		-				745.91
Sheet no. 50 of 51 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			17,976.62

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			AMOUNT OF CLAIM
			CONTINGENT	UNLIQUIDATED	DISPUTED	
Account No.						
Zero to Five LLC 650 Clovelly Lane Devon, PA 19333		-				29,000.00
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <u>51</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			29,000.00
			Total (Report on Summary of Schedules)			14,919,765.69

In re

Platform Learning Inc.

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
45 Academy Street Associates c/o Dubrow Management 45 Academy Street, Suite 200 Newark, NJ 07102	Nonresidential Real Property Lease 45 Academy Street Suite 301 Newark, NJ 07102 Lease Term 11/05-11/06
Abrams Family Investments LLC c/o United Ins. Co. of America 7674 W. Lake Mead Blvd, #104 Las Vegas, NV 89128	Nonresidential Real Property Lease 7674 W Lake Mead Blvd Suite 210 Las Vegas, NV 89128 Lease Term: 09/05-06/10
Adecco USA, Inc. 175 Broad Hollow Road Melville, NY 11747	Services Agreement - Temporary Employees Dated as of October 1, 2004
ADP National Account Services Attn: Bryan Webb 10407 Centurian Pky N, Ste 400 Jacksonville, FL 32256	eTime Agreement - Time and Labor Management Services Agreement dated as of June 24, 2005
Akron Board of Education 70 N. Broadway Akron, OH 44308	SES Contract Term: 11/1/05-6/30/06
American Building Maintenance 551 Fifth Avenue, Suite 300 New York, NY 10176	Exterminating, Light Maintenance and Janitorial Services - 55 Broad Street, New York, NY - 25th Floor
AXA Corp Solutions Reinsurance 17 State Street 38th Floor New York, NY 10004	Nonresidential Real Property Lease - Sublease 17 State Street, 32nd Floor New York, NY 10004 Lease Term 12/04-07/12
Bd of Sch Insp. - Joliet PS 420 N. Raynor Avenue Attention: Ms. Carol Sossong Joliet, IL 60435	SES Contracts Term: 12/23/05-6/30/06
BOE for the City of Detroit Fisher Building 7307 Second Ave., 10th Floor Detroit, MI 48202	SES Contract Term: 9/19/05-5/26/06
BOE of the City of Chicago Office of After School & Commu 125 South Clark, 10th Floor Chicago, IL 60603	SES Contract 11/8/05-6/30/06

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
BOE of the Cleveland Mun. SD 1380 E. Sixth Street Cleveland, OH 44114	SES Contract Term: 11/7/05-6/7/06
Canon Fin. Services, Inc. 15325 S.E. 30th Place Suite 100 Bellevue, WA 98007	Photocopier Leases Copier Serial No. 1 DR 9080C CZ 303531 1 IR 5020 JCT 19433 1 IRC 3220 JNC 12370 2 IR 5020 JCT 20892 2 IR 5020 JCT 20899 2 IRC 3220 JNC 11095 2 IRC 3220 JNC 12795 2 DR 9080C CZ 304176 3 DR 9080C CZ 304455 3 IR 5570 KHT 01637 3 IRC 3220 JNC 12777 4 IRC 3220 JCN 02547 4 IRC 3220 JNC 01207 4 IRC 3220 JNC 01600 4 IRC 3220 JNC 02463
Citicorp Vendor Finance, Inc One International Boulevard Mahwah, NJ 07430-0631	Photocopier Leases Copier Serial No. 7 IR 5000 MPL00302 8 IR 5000 MPL24018 9 IR 5000 MPL77769 10 IR 5000 MPL75807 11 IR 5000 MPL76401 12 IR 5000 MPL75917 13 IR 5000 14 IR 5000 MPL74936 15 IR 5000 161RC3220 JNC06169
City of Bridgeton BOE 41 Bank Street Bridgeton, NJ 08302	SES Contract 2005-2006 School Yr
City of Camden BOE 201 N. Front Street Camden, NJ 08102	SES Contract Term 2005-2006 School Year.
Clark County School District Dr. Susan Wright, Dir. Title I 515 W. Cheyenne Avenue North Las Vegas, NV 89030	SES Contract Term: 10/24/05-5/15/06
Cogent Communications, Inc. 1015 31st Street, N.W. Washington, DC 20007	Network Services

Sheet 1 of 6 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Computer Generated Solutions 3 World Financial Center 200 Vesey Street, 27th Floor New York, NY 10281	Master Services Agreement - IT Support Dated as of March 4, 2005
CSFB 1998-P1 Griswold Office c/o Finsilver/Friedman Mgmt 34975 W. Twelve Mile Rd, #100 Farmington Hills, MI 48331	Nonresidential Real Property Lease 645 Griswold St Suite 2056 Detroit, MI 48226 Lease Term: 07/04-09/09
Dell Financial Services 99355 Collections Center Drive Chicago, IL 60693	Equipment Lease Nos. 001-006361067-002 001-006361067-003
East Detroit Public Schools c/o Joanne C. Lelekatch 15115 Deerfield Eastpointe, MI 48021	SES Contract 10/21/05-6/15/06
Ernst & Young U.S. LLP 5 Times Square New York, NY 10036	Nonresidential Real Property Lease - Sublease 55 Broad Street New York, NY 10004 Lease Term - 08/03-08/09
Eugene V. Wade, Jr. 55 Broad Street 25th Floor New York, NY 10004	Noncompetition and Nondisclosure Agreement dated as of July 22, 2004
Evolut. Strategic Planning Inc 189 Montague Street Brooklyn, NY 11201	Nonresidential Real Property Lease - Sublease (Debtor is Sublandlord) 189 Montague St Suite 900 Brooklyn, NY 11201 Lease Term: 08/05-07/09
FBEC-Brickell Key Centre LP c/o Jones Lang LaSalle Mgt Svc 601 Brickell Key Dr, Ste 101 Miami, FL 33131	Nonresidential Real Property Lease 601 Brickell Key Drive Ste 200 Miami, FL 33131 Lease Term: 06/05-06/10
Flagler Development Company 10151 Deerwood Park Boulevard Building 100, Suite 330 Jacksonville, FL 32256	Nonresidential Real Property Lease 10151 Deerwood Park Blvd Bldg 100, Ste 210 Jacksonville, FL 32256 Lease Term: 07/05-01/11

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.	
Genesis Building Limited 6200 Rockside Woods Blvd Suite 105 Independence, OH 44131	Nonresidential Real Property Lease 6000 Lombardo Center Suite 120 Seven Hills, OH 44131 Lease Term: 07/05-06/10	
IOS Capital Inc. 1738 Bass Road Macon, GA 31210	Photocopier Leases:	
	Copier	Serial No.
	5 Imagerunner 110	NQU 00109
	5 IR 1370F 0	MNT 06127
	5 IR 2010F	MRU 04019
	5 IR 2010F	MRU 04035
	5 IR 2010F	MRU 04037
	5 IR 2010F	MRU 04023
	5 IR 2010F	MRU 000154
	5 IR 2010F	MRU 04185
	5 IR 2010F	MRU 03443
IRP-Lincoln Atlanta Assocs LLC 100 Peachtree Street Suite 1810 Atlanta, GA 30303	Nonresidential Real Property Lease 100 Peachtree Street Suite 417 Atlanta, GA 30303 Lease Term: 07/04-06/07	
Jasculca Terman & Associates 730 N. Franklin Street Suite 510 Chicago, IL 60610-7204	Strategic Public Affairs Services	
Jason Todd Green 610 Dean Street Apt. #3 Brooklyn, NY 11238	Employment Contract	
Joseph A. Sorisi 2 Dolly Cam Lane Old Brookville, NY 11545	Separation Agreement	
Juan Torres 55 Broad Street 25th Floor New York, NY 10004	Noncompetition and Nondisclosure Agreement dated as of July 22, 2004	
K.L. Holdings LLC PO Box 1906 Cherry Hill, NJ 08034	Nonresidential Real Property Lease 800-840 Cooper Street Bridgeview, Suite 101 Camden, NJ 08102 Lease Term - 12/04-11/06	

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Lorain BOE Charleston Administrative Ctr 2350 Pole Avenue Lorain, OH 44052	SES Contract 11/22/05-6/30/06
Los Angeles Unified Sch Dist 333 S. Beaudry, 28th Floor Attn: John Liechty Los Angeles, CA 90017	SES Contract Term: 9/1/05-6/6/06
M5 Networks 245 W. 17th Street 9th Floor New York, NY 10011	Telecommunications Services
Mark Boyland 48 Sunset Drive Chatham, NJ 07928	Employment Contract
Mark R. Fischer 80 Woodchuck Hollow Road Cold Spring Harbor, NY 11724	Separation Agreement
Matthew Mugo Fields 120 E. 116th Street Apt. 3R New York, NY 10029	Employment Contract
Microsoft Corporation Corporate Headquarters One Microsoft Way Redmond, WA 98052-6399	Volume Licensing Agreements Master Nos. 01S67097, 01S6A531
MirRam Group LLC 895 Broadway, 5th Floor New York, NY 10003	Master Consultant Agreement - Government Relations Services Dated as of April 1, 2005
MWH #14 Corporation c/o TA Realty Corp. 28 State Street, 10th Floor Boston, MA 02109	Nonresidential Real Property Lease 1715 N. Westshore Blvd Suite 940 Tampa, FL 33607 Lease Term: 07/05-07/10
New York City BOE Ofc of Dep Chancellor for Teac 52 Chambers St., 3rd Room 205 New York, NY 10007	SES Contract Term: 9/1/05-8/31/08
Nextel of New York, Inc. 565 Taxter Road Elmsford, NY 10523	Wireless Telecommunication Contract

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Pacific Pointe Office Twr LLC 5959 Topanga Canyon Blvd Suite 200 Woodland Hills, CA 91367	Nonresidential Real Property Lease 879 West 190th St Suite 929 Gardena, CA 90248 Lease Term: 09/04-08/09
Paychex, Inc. Corporate Headquarters 911 Panorama Trail South Rochester, NY 14625-0397	Various Agreements relating to payroll and related services
Plymouth Partners LP 815 W. Van Buren Chicago, IL 60607	Nonresidential Real Property Lease 815 West Van Buren St Suite 215 Chicago, IL 60607 Lease Term: 06/04-08/07 Unpaid Amount \$ 1,228.76
Radice III, LLC c/o Exch. of Ft Lauderdale LLC 1500 W. Cypress Creek Rd.,#409 Fort Lauderdale, FL 33309	Nonresidential Real Property Lease 1000 Corporate Drive Suite 100 Ft Lauderdale, FL 33334 Lease Term: 01/06-01/11
Relational LLC 101 Federal Street Suite 1900 Boston, MA 02110	Computer Equipment Leases
Ron Mason 303 Bliss Lane Valley Cottage, NY 10989	Separation Agreement
RRF V Tri City LP c/o Glenborough 400 S. El Camino Real, Ste 100 San Mateo, CA 94402-1708	Nonresidential Real Property Lease 650 East Hospitality Lane Suite 360 San Bernardino, CA 92408 Lease Term: 01/05-12/07
San Bernardino City USD 777 North F Street San Bernardino, CA 92410	SES Contract Term: 10/1/05-6/30/06
State-Oper Sch Dist - JC 346 Claremont Avenue Jersey City, NJ 07305	SES Contract Term: 10/15/05-
State-Oper Sch Dist - Newark 2 Cedar Street Newark, NJ 07102	SES Contract Term: 9/1/05-8/31/06

In re **Platform Learning Inc.** _____, Case No. _____
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest.
Stephen Murray	State whether lease is for nonresidential real property.
647 Westchester Road	State contract number of any government contract.
Colchester, CT 06415	
Steven J. Murray	Consulting Agreement
647 Westchester Road	Term through July 14, 2006
Colchester, CT 06415	
SunGard Availability Services	Employment Contract
680 E. Swedesford Road	
Attn: Contract Administration	
Wayne, PA 19087	
SunTrust Center, LLC	Master Agreement for U.S. Availability Services -
c/o Equity Office	Network Continuity Services
200 S. Orange Ave., Suite 2150	Dated as of January 6, 2005
Orlando, FL 32801	
The TreeLine 189 Partners	Nonresidential Real Property Lease
200 Garden City Plaza	200 South Orange Ave
Suite 325	Suite 200
Garden City, NY 11530	Orlando, FL 32801
V-Cube U.S.A., Inc.	Lease Term: 09/05-06/10
879 W. 190th St, Ste 929	
Attn: Masako Iwata	Nonresidential Real Property Lease
Gardena, CA 90248	189 Montague St
Verizon Wireless	Suite 900
Attn: Customer Service	Brooklyn, NY 11201
PO Box 554	Lease Term: 06/04-07/09
Warrendale, PA 15086-0553	
VirtualEdge Corporation	Nonresidential Real Property Lease - Sublease
1010 Stony Hill Road	(Debtor is Sublandlord)
Yardley, PA 19067	879 West 190th St
Xerox Capital Services LLC	Suite 929
PO Box 660501	Gardena, CA 90248
Dallas, TX 75266-0501	Lease Term: 01/15/06-08/09
Zero to Five LLC	Mobile Telecommunication Services - Account
650 Clovelly Lane	No. 108547204 (Agreement dated August 23, 2005)
Devon, PA 19333	and Account No. 620274335-00001
Photocopier Leases	Master Agreement for Products and Services -
Copier	Software Products
6 Work Centre	Dated as of August 3, 2005
Pro 90 C	MTE 016022
Public Relations	

In re Platform Learning Inc., Case No. _____
Debtor

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Ascend Venture Group, LLC 1500 Broadway, 14th Floor New York, NY 10036 Limited Guaranty	Silicon Valley Bank 221 Washington St., Ste. 200 One Newton Executive Park Newton, MA 02462
Capital Resource Partners V 85 Merrimac Street Suite 200 Boston, MA 02114 Limited Guaranty	Silicon Valley Bank 221 Washington St., Ste. 200 One Newton Executive Park Newton, MA 02462
Quad Venture Partners 650 Fifth Avenue 31st Floor New York, NY 10019 Limited Guaranty	Silicon Valley Bank 221 Washington St., Ste. 200 One Newton Executive Park Newton, MA 02462

0 continuation sheets attached to Schedule of Codebtors

Official Form 6-Decl.
(10/05)

**United States Bankruptcy Court
Southern District of New York**

In re Platform Learning Inc.

Debtor(s)

Case No.

Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 72 sheets [*total shown on summary page plus 1*], and that they are true and correct to the best of my knowledge, information, and belief.

Date June 21, 2006

Signature /s/ Juan Torres
Juan Torres
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of New York

In re Platform Learning Inc.

Debtor(s)

Case No.
Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. Do not include the name or address of a minor child in this statement. Indicate payments, transfers and the like to minor children by stating "a minor child." See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$57,998,879.00	SES Revenue - Year Ending 6/05
\$30,035,903.00	SES Revenue - Current Fiscal Year

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Adecco 175 Broad Hollow Road Melville, NY 11747		\$6,807,767.09	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Capital Resource Mgmt-Special Purposes 85 Merrimac Street Suite 200 Boston, MA 02114	7/5/2005	\$352,701.00	\$8,269.99
Capital Resource Mgmt-Special Purposes 85 Merrimac Street Suite 200 Boston, MA 02114	9/30/2005	\$285,262.00	\$8,269.99
Capital Resource Mgmt-Special Purposes 85 Merrimac Street Suite 200 Boston, MA 02114	12/30/2005	\$287,449.00	\$8,269.99
Stichting Pensioenfonds ABP Jachthavenweg 118 1081 KJ Amsterdam	12/30/2005	\$124,437.00	\$0.00
Stichting Pensioenfonds ABP Jachthavenweg 118 1081 KJ Amsterdam	12/30/2005	\$20,739.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Radice III, LLC vs. Platform Learning Case No. 0604980	Civil Action	Circuit Court of the 17th Judicial Circuit Broward County, Florida	Pending
Philosophy IB, LLP v. Platform Learning Docket No. MRS-L-3608-05	Civil Action	Superior Court of New Jersey Morris County	Pending
Suttle-Straus, Inc. v. Platform Learning Index No. 600915-06	Civil Action	Supreme Court of the State of New York County of New York	Pending
Print Media, Inc. v. Platform Learning Inc. Index No. 600990-06	Civil Action	Supreme Court of the State of New York County of New York	Pending
Mark Shnoer v. Platform Learning Inc.	Civil Action		Settled
Sony Electronics v. Platform Learning Index No. 601104-06	Civil Action	Supreme Court of the State of New York County of New York	Pending
Intellinet Corp. v. Platform Learning, Inc. Index No. 107647-06	Civil Proceeding	Supreme Court of the State of New York County of New York	Pending
Virtualedge Corp v. Platform Learning, Inc.	Breach of Contract	Court of Common Pleas, Bucks Co., Pa	Pending
MWH # 14 Corp. vs. Platform Learning, Inc., Case No. 06-005030	Breach of contract	Circuit Court of the Thirteenth Judicial Circuit in and for Hillsborough County, FL	Pending

None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
None <input checked="" type="checkbox"/> b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Associate Black Charities 136 E. 57th Street Suite 1505 New York, NY 10022		1/31/05	\$5,000
W.S. Ministries c/o New Psalmist Baptist Church 4501 1/2 Old Frederick Rd Attn: Roosevelt Harris Baltimore, MD 21229		2/1/05	\$3,000
VH1 Save the Music 1515 Broadway, Suite 2026 New York, NY 10036		3/31/05	\$5,000
Do Something Organization 24-32 Union Square East New York, NY 10003		4/18/05	\$2,500
Brooklyn Arts Council 55 Washington Street, Suite 218 Brooklyn, NY 11201		6/14/05	\$10,000
Free Arts NYC 1431 Broadway, 7th Floor New York, NY 10018		6/30/05	\$5,000
Hip Hop Summit Action 512 Seventh Avenue, 43rd Floor New York, NY 10018		9/30/05	\$10,000
Chicago Defender Charities 2400 South Michigan Ave., 3rd Floor Chicago, IL 60616		7/29/05	\$1,000
Manny Diaz Campaign Fund 300 Aragon Ave. Suite 375 Miami, FL 33134		6/27/05	\$500

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Herrick, Feinstein LLP 2 Park Avenue New York, NY 10016	3/10/06	\$55,000.00
Argus Management Corporation One Grafton Common, Suite 23 Grafton, MA 01519	4/30/06 5/18/06 12/05 - 5/06	\$51,875.14 \$27,164.33 \$562,199.70

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
KB Toys Wholesale Inc 100 West St Pittsfield, MA 01201	2006	Toys & educational materials
Relational LLC 101 Federal Street Suite 1900 Boston, MA 02110	June 2006	Applied Letter of Credit (\$612,000)

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
American Express	CD - 10106813	\$61,942.61 (2/6/2006)
Bank of America	CD - FLC070502	\$175,000.00 (closed 3/20/06)

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
Bank of America PO Box 60073 City Of Industry, CA 91716-0073	03/20/06	\$175,000

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
17 State Street 32nd Floor New York, NY 10004	Platform Learning, Inc.	December 2004 - March 31, 2006

16. Spouses and Former Spouses

None

■ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None

■ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

■ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

■ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

■ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS
OF SOC. SEC. NO./
COMPLETE EIN OR
OTHER TAXPAYER

NAME	I.D. NO.	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None ■ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None

■ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Charles Guss 67 Austin Road Mahopac, NY 10541	3/1/04 - 9/9/05
Michael Archembault 7 Woodhull Cove Lane East Setauket, NY 11733	1/7/04 - 8/2/05
John J. Murray 3592 Park Avenue #B2 Wantagh, NY 11793	6/27/05 - 1/14/06
Steve Lamb 39 Mather Road Stamford, CT 06903	7/18/05 - 11/25/05
Argus Management Corp. One Grafton Common - Suite 23 Grafton, MA 01519	12/05 - Current

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Deloitte	25 Broadway New York, NY 10004-1010	6/30/04 and 6/30/05 (Neither audit completed nor were any reports issued)

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Platform Learning Inc.	55 Broad Street 25th Floor New York, NY 10004

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
Silicon Valley Bank 400 Madison Avenue Suite 15A New York, NY 10017	3/31/06
Relational LLC 101 Federal Street Suite 1900 Boston, MA 02110	3/31/06
Dell Financial Services 99355 Collections Center Drive Chicago, IL 60693	12/31/05
Bank of America PO Box 60073 City Of Industry, CA 91716-0073	6/30/05
Ascend Venture Group, LLC 1500 Broadway, 14th Floor New York, NY 10036	3/31/06
Capital Resource Partners 85 Merrimac Street Suite 200 Boston, MA 02114	3/31/06
Quad Venture Partners 650 Fifth Avenue 31st Floor New York, NY 10019	3/31/06
Debra J. Segal Trust c/o Seavest Inc. 707 Westchester Ave., Suite 401 Attn: Richard D. Segal White Plains, NY 10604	6/30/05
Fourth Generation Partners c/o Seavest Inc. 707 Westchester Ave., Suite 401 Attn: Richard D. Segal White Plains, NY 10604	6/30/05

NAME AND ADDRESS New York City Investment Fund One Battery Park Plaza Fifth Floor Attn: Janice Roberts New York, NY 10004	DATE ISSUED 6/30/05
Stitching Pensionenfonds Jachthavenweg 118 1081 KJ AMSTERDAM	12/31/05
William E. Lighten c/o Lehman Brothers 745 Seventh Avenue, 7th Floor New York, NY 10019	6/30/05
WS Investment Company c/o Wilson Sonsini Goodrich & Rosa 650 Page Mill Road Attn: Isaac Vaughn Palo Alto, CA 94304	12/31/05
Woodside Capital Management 25 Mall Road Burlington, MA 01803	3/31/06

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY Unknown	INVENTORY SUPERVISOR Resolve Corp. - Curricular & Rewards	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis) \$2,300,000
Unknown	Suttle-Straus - Marketing Materials	\$250,000

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY Unknown	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS Resolve Corp.
Unknown	Suttle-Straus

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
None <input type="checkbox"/> b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.		
NAME AND ADDRESS Ascend Venture Group, LLC 1500 Broadway, 14th Floor New York, NY 10036	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP 38.56%

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Capital Resource Partners 200 State Street Boston, MA 02109		9.25%
Platform Group LLC c/o Eugene V. Wade, Jr. 55 Broad Street, 25th Floor New York, NY 10004		29.20%
Quad Venture Partners 650 Fifth Avenue 31st Floor New York, NY 10019		13.58%
Eugene V. Wade, Jr. Platform Learning 55 Broad Street, 25th floor New York, NY 10004	Chief Executive Officer/Director	
Juan Torres Platform Learning 55 Broad Street, 25th Floor New York, NY 10004	President/Treasurer/Director	
Isaac Vaughn Wilson, Sonsini, Goodrich & Rosati, P.C. 650 Page Mill Road Palto Alto, CA	Secretary/Director	
Daniel Neuwirth Quad Ventures LLC 650 Fifth Avenue 31st Floor New York, NY 10019	Director	
Darryl E. Wash Ascend Ventures 1500 Broadway, 14th Floor New York, NY 10036	Director	

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Carlos Watson 111 North Rengstorff Ave. Suite 162 Mountain View, CA 94043	Director	
Stephen Jenks c/o Capital Resource Partners 85 Merrimac Street Suite 200 Boston, MA 02114	Director	4/20/06 (Resigned)
Dan Neuwirth	Director	5/15/06 (Resigned)

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Capital Resource Mgmt - Special Purposes 85 Merrimac Street Suite 200 Boston, MA 02114 Equityholder and subordinated debtholder	7/5/05	\$352,701.00
Capital Resource Mgmt - Special Purposes 85 Merrimac Street Suite 200 Boston, MA 02114 Equityholder and subordinated debtholder	9/30/05	\$285,262.00
Capital Resource Mgmt - Special Purposes 85 Merrimac Street Suite 200 Boston, MA 02114 Equityholder and subordinated debtholder	12/30/05	\$287,449.00
Stichting Pensioenfonds ABP Jachthavenweg 118 1081 KJ AMSTERDAM, Equityholder	12/30/05	\$124,437.00
Stichting Pensioenfonds ABP Jachthavenweg 118 1081 KJ AMSTERDAM Equityholder	12/30/05	\$20,739.00

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date June 21, 2006

Signature /s/ Juan Torres
Juan Torres
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

In re Platform Learning Inc.

Case No. _____

Debtor(s)

STATEMENT OF FINANCIAL AFFAIRS**Attachment 3.b. - Payments to Ordinary Creditors During 90 Day Period Prior to Petition Date Aggregating More than \$5,000**

<u>Vendor Name</u>	<u>Total Paid</u>
17 State Street	7,410.00
ABD Insurance & Financial Services, Inc.l	8,089.00
ABM Janitorial Services	18,915.70
Accountemps	18,356.10
Acxiom	11,478.02
Adecco	1,559,489.77
ADP	109,763.26
AFCO	18,204.80
Allessandra Cautenicci	25,000.00
Allied Office Products	65,000.00
American International Companies	10,259.00
Argus Management	252,602.95
AXA Corporate Solutions Reinsurance Co.	79,318.08
Baker, Govern & Baker	7,047.00
Bank of America	36,360.89
Best Buy	47,695.20
Canon Business Solutions	24,178.28
Canon Financial Services,Inc (CFS)	46,031.95
Ceridian Payroll (401K)	68,456.78
CGS Total	295,040.00
Citicorp Vendor Finance, Inc.	19,407.89
Clark County School District	30,344.37
Cogent Communication	8,616.17
Congressional Hispanic Caucus Institute	15,000.00

CT Corporation System	5,447.00
David Gitman	6,077.31
David R Williams Inc.	6,185.11
Dell Financial Services	23,974.04
DHL EXPRESS (USA) INC.	36,342.90
Dubrow Management	5,600.00
Education Industry Association	10,000.00
Ernst & Young US LLP	72,857.06
Filter/Studios	6,093.87
First Student Inc.	16,150.00
GE Dental Insurance	19,002.74
GE Financial	18,193.77
Gene Wade	16,737.48
Genesis Building Limited	5,335.75
George Arzt Communications Inc.	9,000.00
Greater Miami Caterers	10,379.85
GS Equities, LLC	7,173.68
Herrick, Feinstein LLP	79,039.47
ISGI	12,457.67
Jones Lang LaSalle Mgmt Service	12,429.12
K.L. Holdings LLC	7,342.50
Kevin Liles	62,500.00
Lanak & Hanna, P.C. Client Trust Account	9,000.00
Law Offices of James Elliot (Schneour Settlement)	189,364.50
M5 Networks	40,642.94
Manhattan Mini Storage	7,821.00
MegaPath Networks Inc.	19,407.96
Meyers Moving and Storage	8,192.21
Monica Palacio	30,062.49
N.Y.S. Unemployment Insurance	13,026.17

Nextel	90,000.00
Nixon Peabody LLP	110,000.00
NYSIA	9,164.00
Palm Springs community Night School	5,235.00
Plymouth Partners	10,737.73
RC Dolner	8,301.92
Relational LLC	93,953.28
Resolve Corp.	160,000.00
Riemer & Braunstein	25,360.00
RRF V Tri City Limited Partnership	5,753.20
Silicon Valley Bank Forbearance Fees	260,000.00
Sitel	65,000.00
Stacy Scott	11,000.00
Steven Murray	10,000.00
Sungard Availability Services	27,960.00
The Betesh Group	16,322.75
The TreeLine 189 Partners	10,887.26
United Healthcare	400,989.56
United Insurance Company of America - Commercial Specialists Total	14,299.19
Unum Provident	55,276.12
Verizon Wireless	6,502.82
Wilson Sonsini Goodrich & Rosati	47,000.00
Woodside Capital Partners	50,000.00
Worldwide Corporate Housing	36,000.00
Yipes Enterprise Services Inc.	16,171.33
Younan Properties Inc.	5,677.20
Zer0to5ive	6,000.00

United States Bankruptcy Court
Southern District of New York

In re Platform Learning Inc.

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$ <u>125,000.00</u>
Prior to the filing of this statement I have received.....	\$ <u>125,000.00</u>
Balance Due.....	\$ <u>0.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including those set forth in the application seeking to retain Herrick, Feinstein LLP as counsel for the debtor and debtor-in-possession.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: June 21, 2006

/s/ Eric W. Sleeper

Eric W. Sleeper
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016
(212) 592-1400 Fax: (212) 592-1500

United States Bankruptcy Court
Southern District of New York

In re **Platform Learning Inc.**

Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Ascend Ventures II, L.P. 1500 Broadway, 14th Floor New York, NY 10036		588,442	4.46%
Ascend Ventures NY II, L.P. 1500 Broadway, 14th Floor New York, NY 10036		588,442	4.46%
Ascend Ventures NY, L.P. 1500 Broadway, 14th Floor New York, NY 10036		781,130	5.93
Ascend Ventures, L.P. 1500 Broadway, 14th Floor New York, NY 10036		3,124,515	23.71%
Capital Resource Partners V LP 85 Merrimac Street Suite 200 Boston, MA 02114		1,219,676	9.25%
Debra J. Segal Trust c/o Seavest Inc. 707 Westchester Ave., Ste 401 White Plains, NY 10604		31,634	0.24%
Fourth Generation Partners c/o Seavest Inc. 707 Westchester Ave., Ste 401 White Plains, NY 10604		47,452	0.36%
Fourth Generation Partners c/o Seavest Inc. 707 Westchester Ave., Ste 401 White Plains, NY 10604		47,452	0.36%
New York City Investment Fund One Battery Park Plaza, 5th Fl Attn: Janice Roberts New York, NY 10004		362,919	2.75%
Platform Group LLC c/o Eugene V. Wade, Jr. 55 Broad Street, 25th Floor New York, NY 10004		3,848,856	29.20%

1 continuation sheets attached to List of Equity Security Holders

In re Platform Learning Inc., Case No. _____
Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Quad Venture Partners SBIC, LP 650 Fifth Avenue 31st Floor New York, NY 10019		1,789,913	13.58%
Stitching Pensionenfonds ABP Jachthavenweg 118 1081 KJ Amsterdam		528,161	4.01%
Stitching Pensionenfonds VDG Jachthavenweg 118 1081 KJ Amsterdam		88,104	0.67%
William E. Lighten		31,634	0.24%
WS Investment Company c/o Wilson Sonsini Goodrich & Rosa 650 Page Mill Road Palo Alto, CA 94304		100,821	0.77%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 21, 2006

Signature /s/ Juan Torres

**Juan Torres
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of New York**

In re Platform Learning Inc.

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: June 21, 2006

/s/ Juan Torres

Juan Torres/President
Signer>Title

ERIC W. SLEEPER
HERRICK, FEINSTEIN LLP
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33 WHITEHALL STREET
SUITE 2100
NEW YORK, NY 10004

INTERNAL REVENUE SERVICE
SPEC. PROCEDURES FUNCTION
PO BOX 60
BROOKLYN, NY 11201

UNITED STATES ATTORNEY
ATT: CHIEF BANKRUTPCY LIT
ONE PIERREPONT PLAZA
14TH FLOOR
BROOKLYN, NY 11201

US DEPT OF JUSTICE
TAX DIVISION
BOX 55
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WASHINGTON, DC 20044

NYS DEPT OF TAXATION & FINANCE
BANKRUPTCY SECTION
PO BOX 5300
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NYS DEPT. OF TAXATION
QUEENS DISTRICT OFFICE
80-02 KEW GARDENS ROAD
KEW GARDENS, NY 11415

NYS DIVISION OF CORPORATIONS
ALBANY, NY 12231-0002

NYC DEPT OF FINANCE
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NY CITY DEPT. OF FINANCE
BANKRUPTCY & ASSIGNMENT UNIT
345 ADAMS STREET, 10TH FLOOR
BROOKLYN, NY 11201

45 ACADEMY STREET ASSOCIATES
C/O DUBROW MANAGEMENT
45 ACADEMY STREET, SUITE 200
NEWARK, NJ 07102

4T-TECHNOLOGIES, INC.
885 WOODSTOCK ROAD
SUITE 430 # 220
ROSEWELL, GA 30075-2274

55 BROAD STREET LP
345 PARK AVENUE
NEW YORK, NY 10154-0101

AAA ARCHITECTURAL HARDWARE CO
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NEW YORK, NY 10036

ABM JANITORIAL SERVICES
PO BOX 19459A
NEWARK, NJ 07195-0459

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C/O UNITED INS. CO. OF AMERICA
7674 W. LAKE MEAD BLVD, #104
LAS VEGAS, NV 89128

ACC BUSINESS
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ACCOUNTEMPS
12400 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

ACCUCONFERENCE
ATTN: DAVID BYRD
6300 RIDGLEA PLACE, SUITE 318
FORT WORTH, TX 76116

ACE PRINTING COMPANY INC
54 FADEM ROAD
SPRINGFIELD, NJ 07081

ACXIOM
12445 COLLECTION CENTER DRIVE
CHICAGO, IL 60693

ADECCO
PO BOX 371084
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99 SUMMER STREET
ATTN: VP OF OPERATIONS
BOSTON, MA 02110

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ADECCO USA, INC.
175 BROAD HOLLOW ROAD
ATTN: GENERAL COUNSEL
MELVILLE, NY 11747

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175 BROAD HOLLOW ROAD
MELVILLE, NY 11747

ADP INC
PO BOX 7247-0351
PHILADELPHIA, PA 19170-0351

ADP NATIONAL ACCOUNT SERVICES
ATTN: BRYAN WEBB
10407 CENTURIAN PKY N, STE 400
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AFCO
DEPT 21315
PASADENA, NY 91185-1315

AHA! INTERACTIVE
53 W. JACKSON BLVD.
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AKRON BOARD OF EDUCATION
70 N. BROADWAY
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ALEKS CORPORATION
400 NORTH TUSTIN, SUITE 300
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ALL SHREDDING CORP
27 WILLIAMS STREET 4TH FLOOR
NEW YORK, NY 10005

ALLESSANDRA CAUTENICCI
6200 WAGNER LANE
BETHESDA, MD 20816

ALLIED OFFICE PRODUCTS
100 DELAWANNA AVE
CLIFTON, NJ 07014

ALPINVEST PARTNERS INC.
630 FIFTH AVENUE, 28TH FLOOR
NEW YORK, NY 10111

AMERICAN BUILDING MAINTENANCE
551 FIFTH AVENUE, SUITE 300
NEW YORK, NY 10176

ARROWHEAD
PO BOX 52237
PHOENIX, AZ 85072-2237

ASCEND VENTURE GROUP, LLC
1500 BROADWAY, 14TH FLOOR
NEW YORK, NY 10036

AXA CORP SOLUTIONS REINSURANCE
17 STATE STREET
38TH FLOOR
NEW YORK, NY 10004

AXA CORP. SOLUTIONS REINS. CO.
17 STATE STREET, 38TH FLOOR
NEW YORK, NY 10004

AYERS GROUP
405 LEXINGTON AVENUE
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BANK OF AMERICA
PO BOX 60073
CITY OF INDUSTRY, CA 91716-0073

BD OF SCH INSP. - JOLIET PS
420 N. RAYNOR AVENUE
ATTENTION: MS. CAROL SOSSONG
JOLIET, IL 60435

BEKINS WORLDWIDE SOLUTIONS
135 S. LASALLE, DEPT. 1624
CHICAGO, IL 60674-1624

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PO BOX 70529
CHARLOTTE, NC 28272-0529

BIG
1131 W. WARNER ROAD, SUITE 102
TEMPE, AZ 85284

BIG APPLE CAR
169 BAY 17TH STREET
BROOKLYN, NY 11214

BIG APPLE VISUAL GROUP
247 W. 35TH STREET
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BOE FOR THE CITY OF DETROIT
FISHER BUILDING
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DETROIT, MI 48202

BOE OF THE CITY OF CHICAGO
OFFICE OF AFTER SCHOOL & COMMU
125 SOUTH CLARK, 10TH FLOOR
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BUSINESS OBJECTS
7573 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

CAMBRIUM LEARNING
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CANON BUSINESS SOLUTIONS
300 COMMERCE SQUARE BLVD
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MOUNT LAUREL, NJ 08054

CANON FIN. SERVICES, INC.
15325 S.E. 30TH PLACE
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CAPITAL H GROUP
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225 W. WASHINGTON STREET
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CAPITAL RESOURCE MANAGEMENT-SPECIAL PURP
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CAPITAL RESOURCE PARTNERS V
85 MERRIMAC STREET
SUITE 200
BOSTON, MA 02114

CAPITAL RESOURCE PARTNERS V LP
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BOSTON, MA 02114

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CDW DIRECT LLC
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CHICAGO, IL 60675-5723

CENTRAL PARKING SYSTEM - FL
647 BRICKELL KEY DRIVE
MIAMI, FL 33131

CHRISTINE DONOVAN, ESQ.
THE DONOVAN GROUP
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CAROL STREAM, IL 60197-6444

CINGULAR - W
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CITICORP VENDOR FINANCE, INC
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BRIDGETON, NJ 08302

CITY OF CAMDEN BOE
201 N. FRONT STREET
CAMDEN, NJ 08102

CITY OF SAN BERNARDINO BUSINESS REG
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SAN BERNARDINO, CA 92418

CLARK COUNTY SCHOOL DISTRICT
DR. SUSAN WRIGHT, DIR. TITLE I
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NORTH LAS VEGAS, NV 89030

CLASSIC COFFEE SYSTEMS, LTD
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CLEAR CHANNEL - WJLB
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COMED
BILL PAYMENT CENTER
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COMMERCIAL WIRING SERVICE LLC
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COMPUTER GENERATED SOLUTIONS
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CSFB 1998-P1 GRISWOLD OFFICE
C/O FINSILVER/FRIEDMAN MGMT
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12234 N. IH-35 BLDG B
AUSTIN, TX 78753

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DOWNTOWN KEY & LOCK CO.
44 NEW STREET
NEW YORK, NY 10004

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EVOLUT. STRATEGIC PLANNING INC
189 MONTAGUE STREET
BROOKLYN, NY 11201

EXCHANGE OF FT LAUDERDALE LLC
1500 WEST CYPRESS CREEK ROAD
SUITE 409
FORT LAUDERDALE, FL 33309

FBEC-BRICKELL KEY CENTRE LP
C/O JONES LANG LASALLE MGT SVC
601 BRICKELL KEY DR, STE 101
MIAMI, FL 33131

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FEDEX - PA
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PITTSBURGH, PA 15250-7461

FEDEX KINKOS
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34975 W. TWELVE MILE RD, #100
FARMINGTON HILLS, MI 48331

FIT
SEVENTH AVE. AT 27TH STREET
NEW YORK, NY 10001-5992

FLAGLER DEVELOPMENT COMPANY
10151 DEERWOOD PARK BOULEVARD
BUILDING 100, SUITE 330
JACKSONVILLE, FL 32256

FRIENDS OF HILLARY
15 EAST 26TH STREET
NEW YORK, NY 10010

FUN EXPRESS
PO BOX 2049
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DALAD GROUP, ATTN LLOYD MAZUR
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IKON FINANCIAL SERVICES
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YOUNAN PROPERTIES INC.
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ZEPHYRHILLS
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ZERO TO FIVE LLC
650 CLOVELLY LANE
DEVON, PA 19333

United States Bankruptcy Court
Southern District of New York

In re Platform Learning Inc.

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Platform Learning Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Ascend Ventures, L.P.
1500 Broadway, 14th Floor
New York, NY 10036

Platform Group LLC
c/o Eugene V. Wade, Jr.
55 Broad Street, 25th Floor
New York, NY 10004

Quad Venture Partners SBIC, LP
650 Fifth Avenue
31st Floor
New York, NY 10019

None [Check if applicable]

June 21, 2006

Date

/s/ Eric W. Sleeper

Eric W. Sleeper

Signature of Attorney or Litigant
Counsel for Platform Learning Inc.

Herrick, Feinstein LLP

2 Park Avenue
New York, NY 10016
(212) 592-1400 Fax:(212) 592-1500

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re

Case No.:

Platform Learning Inc.

Chapter 11

Debtor(s)

-----X

DECLARATION RE: ELECTRONIC FILING

PART I - - DECLARATION OF PETITIONER[S]:

I [We] Juan Torres [and _____] the undersigned debtor[s], hereby declare under penalty of perjury, that the information I [we] have given my [our] attorney and the information provided in the electronically filed petition is true and correct. I [We] consent to my [our] attorney sending my [our] petition, and the accompanying statements and schedules to the United States Bankruptcy Court, the trustee appointed in my [our] case and the United States Trustee. I [We] understand that failure to provide the trustee with the signed original of this Declaration Re: Electronic Filing within 15 days following the date the petition was electronically filed will cause my [our] case to be dismissed pursuant to 11 U.S.C § 707(a)(3) without further notice.

Dated: June 21, 2006

Signed: /s/ Juan Torres

PART II - - DECLARATION OF ATTORNEY:

I declare under penalty of perjury that I have reviewed the above debtor's(s') petition, schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. The debtor(s) will have signed this form before I file the petition, schedules and statements. I will give the debtor(s) a copy of all forms and information to be filed with the United States Bankruptcy Court, and I will send copies of this declaration, the petition, schedules and statements to the trustee appointed in this case and to the United States Trustee. This declaration is based upon all information of which I have knowledge.

Dated: June 21, 2006

Signed: /s/ Eric W. Sleeper

Eric W. Sleeper

Attorney for Debtor[s]

Herrick, Feinstein LLP

2 Park Avenue

New York, NY 10016

(212) 592-1400